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(Securities Code: 5186)

June 9, 2023

(Commencement date of electronic provision of reference documents: June 2, 2023)

To Shareholders with Voting Rights:

Yasunori Ishikiriyama
President and Representative Director
Nitta Corporation
4-26 Sakuragawa 4-chome, Naniwa-ku,
Osaka, Japan

NOTICE OF THE 94TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

We hereby notify of the 94th Ordinary General Meeting of Shareholders of Nitta Corporation (the “Company”) to be held as described below.

The Company, when convening this general meeting of shareholders, provides information contained in the reference documents for this general meeting of shareholders, etc. electronically. The matters to be provided electronically are posted on the Company’s website.

The Company’s website: https://www.nittagroup.com/en/investment/library/to_shareholders/

The matters to be provided electronically are also posted on the websites below.

TSE website (TSE Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Access the TSE website above, enter the Company’s name (Nitta Corporation) or securities code (5186), and select “Basic information” and then “Documents for public inspection/PR information” for reference.)

Website for the reference documents for the general meeting of shareholders

<https://d.sokai.jp/5186/teiji/>

Instead of attending the meeting in person, you may also exercise your voting rights in writing or via the Internet, etc. (available Japanese language version only). Please refer to the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Monday, June 26, 2023 JST.

- 1 Date and Time:** Tuesday, June 27, 2023 at 10:00 a.m. JST
- 2. Venue:** Conference room, 11th floor of the Company’s head office, 4-26 Sakuragawa 4-chome, Naniwa-ku, Osaka, Japan
- 3 Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 94th Fiscal Year (from April 1, 2022 to March 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 94th Fiscal Year (from April 1, 2022 to March 31, 2023)

Proposals to be resolved:

Company Proposals

Proposal No. 1: Distribution of Surplus

Proposal No. 2: Election of Nine Directors

Proposal No. 3: Election of Three Audit & Supervisory Board Members

Proposal No. 4: Election of One Substitute Audit & Supervisory Board Member

Shareholder Proposal

Proposal No. 5: Amendment to the Articles of Incorporation Regarding the Proportion of Outside Directors

The shareholder proposal (Proposal 5) is described in the Reference Documents for the General Meeting of Shareholders.

Other Matters Regarding This Notice of Convocation

Pursuant to the relevant laws and regulations and the provision of Article 14 of the Articles of Incorporation, among the matters to be provided electronically, (1) “Consolidated Statements of Changes in Net Assets” and “Notes to the Consolidated Financial Statements,” and (2) “Non-consolidated Statements of Changes in Net Assets” and “Notes to the Non-consolidated Financial Statements” are posted on the websites above, and are not included in the paper copy to be sent to shareholders who have requested it.

The matters provided electronically are part of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by the Accounting Auditor in making its audit report as well as the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by the Audit & Supervisory Board in making its accounting audit report.

Note:

If any revisions are made to the matters provided electronically, the revised versions will be posted on the websites above.

Procedures for Exercise of Voting Rights

- Attending the meeting

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.

Please be advised that persons other than shareholders of the Company such as proxies and persons accompanying shareholders are not permitted to attend the meeting.

- Not attending the meeting

- Exercise of voting rights via the Internet, etc.

Please see “Procedures for Exercise of Voting Rights via the Internet, etc.” described below (Japanese language version only), and exercise your voting rights by 5:30 p.m. on Monday, June 26, 2023 JST. Please see "Smart Exercise" for the exercise by smartphone.

- Exercise of voting rights in writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by mail. The completed form must reach us by 5:30 p.m. on Monday, June 26, 2023 JST. If neither approval nor disapproval is indicated for each proposal on the Voting Rights Exercise Form, the voting shall be deemed and treated as indicating approval for the Company proposals and disapproval for the shareholder proposal.

* If you have exercised your voting rights both via the Internet, etc. and in writing, only the vote via the Internet, etc. shall be deemed effective. If you have exercised your voting rights more than once via the Internet, etc., only the last vote shall be deemed effective.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Company Proposals (Proposals 1-4)

Proposal 1: Distribution of Surplus

Distribution of surplus shall be conducted as follows.

Matters concerning the year-end dividend:

The Company considers shareholder return an important management issue, and follows the basic policy of providing appropriate shareholder return in line with business results, at the same time strengthening and enriching corporate quality.

In addition, the dividend policy during the Phase 1 period of the “SHIFT2030” Medium- to Long-Term Business Plan (fiscal year ended March 31, 2022 to fiscal year ending March 31, 2025) is to “make stable and steady dividend payments targeting a consolidated dividend payout ratio of 30%” while maintaining the above basic policy.

In accordance with the policies, the Company proposes the payment of the year-end dividends for its 94th fiscal year as follows.

- 1 Type of dividend assets
Cash
2. Allocation of dividend assets and the total amount of dividends
60 yen per share of common stock of the Company as the year-end dividend
Total amount of dividends: 1,686,999,000 yen

(Note) The Company’s annual dividends for the current fiscal year are 110 yen per share of common stock of the Company, including interim dividends.

- 3 Effective date of distribution of surplus
June 28, 2023

Proposal 2: Election of Nine Directors

The terms of all nine current Directors will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of nine Directors.

The Nomination and Remuneration Committee has given advice on this Proposal.

The candidates are as follows:

No.		Name	Positions and responsibilities at the Company, and significant concurrent positions
1	Reappointed	Yasunori Ishikiriyama	President, Representative Director and Executive Officer Member of Nomination and Remuneration Committee
2	Reappointed	Takeshi Kobayashi	Representative Director and Senior Managing Executive Officer Responsible for Corporate Center Member of Nomination and Remuneration Committee
3	Reappointed	Toyohiro Hagiwara	Director and Executive Officer In charge of affiliated companies Vice President and Representative Director, Gates Unitta Asia Company
4	Reappointed	Seichi Kitamura	Director and Executive Officer General Manager, Industrial Products Div.
5	Newly appointed	Atsushi Izumi	Executive Officer General Manager, Nitta Moore Div.
6	Newly appointed	Koichi Kakegami	Senior Department Manager, Management Administration Dept. Corporate Center
7	Reappointed (Outside) (Independent)	Hiroe Toyoshima	Director Member of Nomination and Remuneration Committee Lawyer, Nakamoto & Partners Outside Director (Audit and Supervisory Committee Member), Nitto Fuji Flour Milling Co., LTD.
8	Reappointed (Outside) (Independent)	Takehisa Ikeda	Director Member of Nomination and Remuneration Committee
9	Newly appointed (Outside) (Independent)	Tomoyuki Ono	Certified Public Accountant President, Ono CPA Office

Newly appointed: Candidate for newly appointed Director


Reappointed: Candidate for reappointed Director

Outside: Candidate for Outside Director

Independent: Candidate for an independent officer to be reported to the Tokyo Stock Exchange

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
1	 Yasunori Ishikiriyama (June 8, 1956) Reappointed	April 1981 Joined the Company April 2013 Deputy General Manager, Industrial Products Div. of the Company June 2015 Director and Executive Officer, General Manager, Industrial Products Div. of the Company June 2018 Director and Managing Executive Officer, General Manager, Industrial Products Div. of the Company December 2019 President, Representative Director and Executive Officer, Member of Nomination and Remuneration Committee of the Company (to present)	18,097
(Reasons for nomination as a candidate for Director) Mr. Yasunori Ishikiriyama was involved in product development and quality control, which are the core of manufacturing, in the belt and rubber products division for many years and has experience of working at an overseas subsidiary. He was appointed President and Representative Director in December 2019. He took the lead in formulating the medium- to long-term business plan "SHIFT2030" and is currently working on the implementation of the plan. The Board of Directors believes that utilizing his insight and experience for deliberations on important management matters at the Board of Directors and the oversight of business execution can contribute to the enhancement of the Group's corporate value. Therefore, the Company reappointed him as a candidate for Director.			

(Note) No special interests exist between Mr. Yasunori Ishikiriyama and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
2	 Takeshi Kobayashi (December 30, 1954) Reappointed	March 1978 Joined the Company June 2017 Director and Executive Officer, in charge of general affairs and CSR promotion, management administration, and human resources of the Company June 2018 Director and Managing Executive Officer, in charge of general affairs and CSR promotion, management administration, and human resources of the Company December 2019 Director and Senior Managing Executive Officer, responsible for general affairs and CSR promotion, management administration, and in charge of human resources of the Company March 2020 Representative Director and Senior Managing Executive Officer, responsible for general affairs and CSR promotion, management administration, and in charge of human resources, Member of Nomination and Remuneration Committee of the Company April 2021 Representative Director and Senior Managing Executive Officer, responsible for Corporate Center, Member of Nomination and Remuneration Committee of the Company (to present)	15,832
(Reasons for nomination as a candidate for Director) Mr. Takeshi Kobayashi has been involved in planning, accounting and human resources in the Company's administrative departments for many years and possesses high-level insight and experience of corporate management and accounting. He was appointed Representative Director in March 2020, and makes recommendations on important management matters at the Board of Directors and oversees business execution by harnessing his wealth of professional insight and experience. The Board of Directors believes that utilizing his experience and insight for deliberations on important management matters at the Board of Directors and the oversight of business execution can contribute to the enhancement of the Group's corporate value. Therefore, the Company reappointed him as a candidate for Director.			

(Note) No special interests exist between Mr. Takeshi Kobayashi and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
3	 Toyohiro Hagiwara (January 16, 1961) Reappointed	April 1983 Joined the Company July 2014 Department Manager, Global Marketing & Sales Dept., Industrial Products Div. of the Company June 2018 Executive Officer, Deputy General Manager, Industrial Products Div. of the Company December 2019 Executive Officer, General Manager, Industrial Products Div. of the Company June 2020 Director and Executive Officer, General Manager, Industrial Products Div. of the Company April 2021 Director and Executive Officer, in charge of affiliated companies of the Company (to present) June 2021 Vice President and Representative Director, Gates Unitta Asia Company (to present)	7,511
(Reasons for nomination as a candidate for Director) Mr. Toyohiro Hagiwara has been involved in customer development both in Japan and overseas and the management of an overseas subsidiary, contributing to the global expansion of the Group and accumulating insight and experience of international business. He was appointed Director and General Manager of Industrial Products Division in June 2020. He has also been an officer in charge of affiliated companies, which contribute well to the Company's profit, since June 2021. The Board of Directors believes that utilizing his insight and experience for recommendations on the Group's important management matters and the oversight of business execution can contribute to the enhancement of corporate value. Therefore, the Company reappointed him as a candidate for Director.			

(Note) No special interests exist between Mr. Toyohiro Hagiwara and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
4	 Seiichi Kitamura (January 11, 1962) Reappointed	April 1984 Joined the Company April 2012 Department Manager, Development Sales Unit, Sales Div. of the Company July 2014 Department Manager, Belting Business Unit Products Development Dept., Industrial Products Div. of the Company April 2019 Senior Department Manager, Belting Business Unit Products Development Dept., Industrial Products Div. of the Company December 2019 Executive Officer, Deputy General Manager, Industrial Products Div. of the Company April 2021 Executive Officer, General Manager, Industrial Products Div. of the Company June 2021 Director and Executive Officer, General Manager, Industrial Products Div. of the Company (to present)	6,529
(Reasons for nomination as a candidate for Director) Mr. Seiichi Kitamura is involved in product development and production control in the belt and rubber products division and possesses high-level insight and experience of the products. He also has experience of engaging in the management of an overseas subsidiary in the United States and even experience in sales. He was appointed Director and General Manager, Industrial Products Division in June 2021 and has led the business expansion and productivity improvement of the division. The Board of Directors believes that utilizing his insight and experience for recommendations on the Group's important management matters and the oversight of business execution can contribute to the enhancement of corporate value. Therefore, the Company reappointed him as a candidate for Director.			


(Note) No special interests exist between Mr. Seiichi Kitamura and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
5	 Atsushi Izumi (February 17, 1963) Newly appointed	April 1985 Joined the Company April 2011 Department Manager, Products Development Dept., Nitta Moore Div. of the Company April 2019 Senior Department Manager, Products Development Dept., Nitta Moore Div. of the Company April 2021 Executive Officer, General Manager, Nitta Moore Div. of the Company (to present)	4,302
(Reasons for nomination as a candidate for Director) Mr. Atsushi Izumi has been engaged in developing products and manufacturing technologies in the hose and tube products division for many years, and possesses high-level insight and experience of the products. He also has experience of engaging in the management of an overseas subsidiary as its top executive. He was appointed Executive Officer and General Manager, Nitta Moore Division in April 2021 and has led the business expansion and productivity improvement of the division. The Board of Directors believes that utilizing his insight and experience for recommendations on the Group's important management matters and the oversight of business execution can contribute to the enhancement of corporate value. Therefore, the Company appointed him as a candidate for Director.			


(Note) No special interests exist between Mr. Atsushi Izumi and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
6	 Koichi Kakegami (February 2, 1964) Newly appointed	April 1987 Joined The Mitsui Bank Limited (currently Sumitomo Mitsui Banking Corporation) April 2007 Joined the Company April 2013 Department Manager, Management Administration Dept. of the Company April 2021 Senior Department Manager, Management Administration Dept. of the Company (to present)	1,000
(Reasons for nomination as a candidate for Director) Mr. Koichi Kakegami has been involved in sales at a major financial institution for many years and has supported finance and accounting of the client corporations. After joining the Company, he has accumulated insight and experience in a variety of areas such as legal affairs and risk management as well as management, finance and accounting and IR across the Company. He has also concurrently served as an officer of the Company's subsidiary and has been engaged in its management. The Board of Directors believes that utilizing his insight and experience for recommendations on the Group's important management matters and the oversight of business execution can contribute to the enhancement of corporate value. Therefore, the Company appointed him as a candidate for Director.			


(Note) No special interests exist between Mr. Koichi Kakegami and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
7	 <p>Hiroe Toyoshima (September 28, 1967) Reappointed (Outside) (Independent) Term of office as an Outside Director: 3 years</p> <p>Attendance of the Board of Directors meetings, etc. for fiscal 2022:</p> <p>Board of Directors meetings – 14/14 times</p> <p>Nomination and Remuneration Committee – 5/5 times</p> <p>S.C.R. Committees* meetings – 4/4 times</p> <p>* Means Sustainability Committee, Compliance Committee and Risk Management Committee (including the meetings of former “CSR and Risk Management Committees”)</p>	<p>April 1998 Registered as lawyer (completed legal training courses of 50th term)</p> <p>April 1998 Joined Nakamoto & Partners</p> <p>November 2005 Registered as licensed attorney in the State of New York (USA)</p> <p>April 2009 Partner, Nakamoto & Partners (to present)</p> <p>October 2015 Outside Director, Sanesu Co. Ltd. (until March 2018)</p> <p>June 2020 Outside Director, Member of Nomination and Remuneration Committee of the Company (to present)</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member), Nitto Fuji Flour Milling Co., LTD. (to present)</p>	None
<p>(Reasons for nomination as a candidate for Outside Director and expected roles)</p> <p>Ms. Hiroe Toyoshima is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act. She has wealth of experience as a lawyer and professional insight of corporate legal affairs and contracts for international business transactions. Since June 2020, she has been actively providing her opinions and questions for deliberations of the Group’s important management matters at meetings of the Board of Directors and other committees as Outside Director of the Company, contributing to the improvement of the effectiveness of the Board of Directors and so on. Although she has not been involved in corporate management other than by holding office as an outside director, the Board of Directors believes that, due to the above reasons, she would be able to continue to properly oversee the Company’s management and contribute to the enhancement of corporate value as Outside Director. Therefore, the Company reappointed her as a candidate for Outside Director.</p> <p>Furthermore, the Company has designated Ms. Hiroe Toyoshima as an independent officer under the rules of the Tokyo Stock Exchange and filed the designations with the Tokyo Stock Exchange. If the reelection of Ms. Hiroe Toyoshima is approved, the Company will continue to designate her as an independent officer.</p>			

- (Notes) 1. No special interests exist between Ms. Hiroe Toyoshima and the Company.
2. The Company has entered into an agreement with Ms. Hiroe Toyoshima to limit her liabilities, in accordance with the provisions stipulated in Article 427, Paragraph 1 of the Companies Act. The maximum limit amount for damage liabilities stated in the agreement is the amount stipulated by laws and regulations. The Company shall continue the agreement with her should she be reelected.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
8	 <p>Takehisa Ikeda (November 12, 1958) Reappointed (Outside) (Independent) Term of office as an Outside Director: 2 years Attendance of the Board of Directors meetings, etc. for fiscal 2022: Board of Directors meetings – 14/14 times Nomination and Remuneration Committee – 5/5 times S.C.R. Committees* meetings – 4/4 times * Means Sustainability Committee, Compliance Committee and Risk Management Committee (including the meetings of former “CSR and Risk Management Committees”)</p>	<p>April 1983 Joined The Mitsui Bank Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 2011 Executive Officer and General Manager, Tokyo Corporate Banking Dept. VI, Sumitomo Mitsui Banking Corporation</p> <p>April 2013 Managing Executive Officer and Head, Nagoya Middle Market Banking Division, Nagoya Corporate Banking Division (Nagoya Corporate Banking Dept.), Sumitomo Mitsui Banking Corporation</p> <p>April 2015 Managing Executive Officer and Deputy Head of Wholesale Banking Unit (in charge of East Japan), Sumitomo Mitsui Banking Corporation</p> <p>May 2016 Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited</p> <p>June 2016 Director and Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited</p> <p>April 2017 Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc. (until May 2020) Director and Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited</p> <p>June 2020 Representative Director and Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited (until June 2022)</p> <p>June 2021 Outside Director, Member of Nomination and Remuneration Committee of the Company (to present)</p>	None
<p>(Reasons for nomination as a candidate for Outside Director and expected roles)</p> <p>Mr. Takehisa Ikeda is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act. He has been involved in sales at a major financial institution for many years and has helped with the formulation and implementation of corporate business strategies from the perspective of corporate finance. In recent years, he was also involved in management execution as an executive officer of the financial institution and has since been engaged in management as a director of a major leasing company. He possesses such wealth of business experience and professional insight of corporate finance. Since June 2021, he has been actively providing his opinions and questions for deliberations of the Group’s important management matters at meetings of the Board of Directors and other committees as Outside Director of the Company, contributing to the improvement of the effectiveness of the Board of Directors and so on. Therefore, the Company reappointed him as a candidate for Outside Director.</p> <p>He has been a representative director and senior managing executive officer of Sumitomo Mitsui Finance and Leasing Company, Limited until June 2022, which has business relationships with the Company. However, since the annual transaction amount between two companies is less than 1% of the net sales of either company, it has no significance affecting the independence as an Outside Director of the Company. The Company has designated Mr. Takehisa Ikeda as an independent officer under the rules of the Tokyo Stock Exchange and filed the designations with the Tokyo Stock Exchange. If the reelection of Mr. Takehisa Ikeda is approved, the Company will continue to designate him as an independent officer.</p>			

- (Notes) 1. No special interests exist between Mr. Takehisa Ikeda and the Company.
2. The Company has entered into an agreement with Mr. Takehisa Ikeda to limit his liabilities, in accordance with the provisions stipulated in Article 427, Paragraph 1 of the Companies Act. The maximum limit amount for damage liabilities stated in the agreement is the amount stipulated by laws and regulations. The Company shall continue the agreement with him should he be reelected.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
9	 Tomoyuki Ono (February 17, 1960) Newly appointed (Outside) (Independent)	April 1982 Joined Sumitomo Chemical Industry Company Limited (currently SUMITOMO CHEMICAL COMPANY, LIMITED) October 1989 Joined Eiwa Audit Corporation (currently KPMG AZSA LLC) March 1993 Registered as Certified Public Accountant August 1998 Joined Asahi & Co. (currently KPMG AZSA LLC) June 2007 Partner, KPMG AZSA LLC (until June 2022) May 2021 Chairman of Partners Meeting, KPMG AZSA LLC (until May 2022) July 2022 President, Ono CPA Office (to present) June 2023 Outside Director (Audit and Supervisory Committee Member), ROHM Co., Ltd. (planned)	None
(Reasons for nomination as a candidate for Outside Director and expected roles) Mr. Tomoyuki Ono is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act. Mr. Tomoyuki Ono has business experience in a major corporation, and has been engaged in audit for major corporations in Japan as a certified public accountant for many years and thus has abundant professional knowledge and experience. Although he has not been involved in corporate management as a corporate officer, the Board of Directors believes that, due to the above reasons, he would be able to properly oversee the Group's management and contribute to the enhancement of corporate value as Outside Director. Therefore, the Company reappointed him as a candidate for Outside Director. The Board of Directors believes that he satisfies the requirements for independent officer stipulated by the Tokyo Stock Exchange. In the event that he is elected as Outside Director, the Company will designate him as an independent officer and file the designation with the Tokyo Stock Exchange.			

(Notes) 1. No special interests exist between Mr. Tomoyuki Ono and the Company.

2. If Mr. Tomoyuki Ono is elected, the Company plans to enter into an agreement with him to limit his liabilities, in accordance with the provisions stipulated in Article 427, Paragraph 1 of the Companies Act. The maximum limit amount for damage liabilities stated in the agreement is the amount stipulated by laws and regulations.

(Outline of the directors and officers liability insurance policy that insures the candidates for Director)

The Company purchased a directors and officers liability insurance policy from an insurance company, which covers damages to be borne by the insured that may arise when the insured becomes liable in connection with the execution of his/her duties or receives claims related to the pursuit of such liability. All candidates for Director will be covered by the insurance policy if their election is approved. Furthermore, the Company plans to renew the policy with the same content when it is due for renewal.

(Notes) The information contained in the Reference Documents for the General Meeting of Shareholders is as of May 19, 2023.

(Reference)

Expertise and experience of the candidates for Director and Executive Officers of the Company (Skill Matrix)

The primary expertise and experience of the candidates for Director are as follows.

No.	Name	Expertise and experience					
		Corporate management / Organizational management	International	Sales and marketing	Manufacturing technology / R&D	Human resources / Legal affairs / Risk management	Business strategy / Finance and accounting
1	Yasunori Ishikiriyama	●	●		●		
2	Takeshi Kobayashi	●				●	●
3	Toyohiro Hagiwara	●	●	●			
4	Seiichi Kitamura	●	●	●	●		
5	Atsushi Izumi	●	●		●		
6	Koichi Kakegami	●		●		●	●
7	Hiroe Toyoshima	●	●			●	
8	Takehisa Ikeda	●		●			●
9	Tomoyuki Ono	●				●	●

The Company has an executive officer system in place. The table below shows the expertise and experience of Executive Officers not concurrently serving as Directors who are scheduled to be elected at a meeting of the Board of Directors to be held after the close of this Ordinary General Meeting of Shareholders.

Rank	Name	Expertise and experience					
Executive Officer	Takahiko Yoshida	●	●		●		
Executive Officer	Hiroki Suzuki	●	●	●			
Executive Officer	Kazushige Kinoshita	●				●	●
Executive Officer	Yuji Hamada	●		●		●	
Executive Officer	Takafumi Ishizuka	●			●	●	
Executive Officer	Keiji Hirata	●		●	●		


Proposal 3: Election of Three Audit & Supervisory Board Members

Audit & Supervisory Board Member Mr. Kouji Fujita will retire and the terms of office of Audit & Supervisory Board Members Mr. Junichi Akai and Mr. Tsuneaki Teshima will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of three Audit & Supervisory Board Members.

As Mr. Katsuhiro Fukuwaka shall be elected as a substitute for Mr. Kouji Fujita, his term shall end with the original expiry date of the term of the retiring Audit & Supervisory Board Member Mr. Fujita (at the conclusion of the Ordinary General Meeting of Shareholders to be held in June 2024), in accordance with the provisions stipulated in the Articles of Incorporation of the Company.

The Nomination and Remuneration Committee has given advice and the Audit & Supervisory Board has given its consent to this proposal in advance.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company
1	 Junichi Akai (April 3, 1961) Reappointed	April 1985 Joined the Company April 2015 Department Manager, Administration And Planning Dept., Nitta Moore Div. of the Company April 2018 Senior Department Manager, Administration And Planning Dept., Nitta Moore Div. of the Company June 2019 Executive Officer, Deputy General Manager, Nitta Moore Div. of the Company June 2021 Audit & Supervisory Board Member of the Company (to present)	4,099
(Reasons for nomination as a candidate for Audit & Supervisory Board Member) Mr. Junichi Akai was appointed Audit and Supervisory Committee Member of the Company in June, 2021, and since then has been engaged in enhancing the audit operations by utilizing his abundant experience and knowledge in sales in the business divisions, development of the mission-critical task system, production control and directorship in the overseas subsidiary in the Company. The Board of Directors judged it desirable for Mr. Junichi Akai to continue his membership of the Audit and Supervisory Committee to further enhance the audit operations of the Company. Therefore, the Company appointed him as a candidate for Audit & Supervisory Committee Member.			

No special interests exist between Mr. Junichi Akai and the Company.

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company
2	 Katsuhiro Fukuwaka (June 21, 1963) Newly appointed	April 1986 Joined KONDOTECH INC. May 1992 Joined the Company July 2016 Department Manager, Purchasing Department of the Company April 2021 Senior Department Manager, Purchasing Department of the Company (to present)	2,500
(Reasons for nomination as a candidate for Audit & Supervisory Board Member) Mr. Katsuhiro Fukuwaka has accumulated his knowledge in products and accounting in the business divisions and abundant knowledge and business experience in corporate division such as purchase of material and the management and support for supply chain. The Board of Directors believes that his abundant knowledge and experience in business can contribute to the audit operations of the Company. Therefore, the Company appointed him as a candidate for Audit & Supervisory Board Member.			

No special interests exist between Mr. Katsuhiro Fukuwaka and the Company.

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company
3	 Tetsuaki Ogami (February 17, 1966) Newly appointed (Outside) (Independent)	April 1988 Joined Nippon Life Insurance Company March 2018 Executive Officer, General Manager of Affiliated Business Dept and Adviser of Corporate Planning Department July 2019 Director and Executive Officer, Deputy General Manager of Customer Service Headquarters March 2021 Director (until July 2021) June 2021 Vice President and Representative Director, SAYCO Building Management Co., Ltd. (to present) April 2023 President and Representative Director, NISSAY NEW CREATION CO., LTD. (to present)	None
(Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member) Ms. Tetsuaki Ogami has a wide range of knowledge and experience in corporate management and administration. The Board of Directors believes that he is capable of utilizing these experiences in the Company's audit operations. Therefore, the Company appointed him as a candidate for Outside Audit & Supervisory Board Member. Mr. Tetsuaki Ogami has been a director of Nippon Life Insurance Company until July 2017, but he is now not an executive officer of that company. The Company has business relationships with that company, but the amount of the transactions is not large enough to affect the decision making of the Company. The Board of Directors thus believes that he satisfies the requirements for independent officer stipulated by the Tokyo Stock Exchange. In the event that he is elected as Outside Audit & Supervisory Board Member, the Company will designate him as an independent officer and file the designation with the Tokyo Stock Exchange.			

(Notes) 1. No special interests exist between Mr. Tetsuaki Ogami and the Company.

2. If Mr. Tetsuaki Ogami is elected, the Company plans to enter into an agreement with him to limit his liabilities, in accordance with the provisions stipulated in Article 427, Paragraph 1 of the Companies Act. The maximum limit amount for damage liabilities stated in the agreement is the amount stipulated by laws and regulations.


(Outline of the directors and officers liability insurance policy that insures the candidate for Audit & Supervisory Board Member)
 The Company purchased a directors and officers liability insurance policy from an insurance company, which covers damages to be borne by the insured that may arise when the insured becomes liable in connection with the execution of his/her duties or receives claims related to the pursuit of such liability. The candidate for Audit & Supervisory Board Member will be covered by the insurance policy if his/her election is approved. Furthermore, the Company plans to renew the policy with the same content when it is due for renewal.

Proposal 4: Election of One Substitute Audit & Supervisory Board Member

To prepare for any case where the number of Audit & Supervisory Board Members becomes less than the number required by laws and regulations, we propose the election of one Substitute Outside Audit & Supervisory Board Member.

The Nomination and Remuneration Committee has given advice and the Audit & Supervisory Board has given its consent to this proposal in advance.

The candidate is as follows:

Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company
 <p>Satoko Nishimura (January 14, 1967) Candidate for Substitute Outside Audit & Supervisory Board Member</p>	<p>October 1989 Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC) August 1993 Registered as Certified Public Accountant March 2001 President, Satoko Nishimura CPA Office (to present) October 2002 Registered as certified tax accountant President, Satoko Nishimura Tax Accountant Office (to present) February 2023 Outside Director (Audit and Supervisory Committee Member), Zojirushi Corporation (to present) June 2023 Outside Director, Linical Co., Ltd. (planned)</p>	<p>None</p>
<p>(Reasons for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member) Ms. Satoko Nishimura has an expertise and a wealth of experience as a certified public accountant and certified tax accountant. The Company believes that she is capable of utilizing these experiences in the Group's audit operations. Therefore, the Company appointed her as a candidate for Substitute Outside Audit & Supervisory Board Member. Additionally, although she has not been directly involved in corporate management before, the Company believes that, due to the above reasons, she would be able to appropriately fulfill her duties as Outside Audit & Supervisory Board Member. Furthermore, she fulfills the requirements for independent officer stipulated by the Tokyo Stock Exchange. In the event that she assumes the position of Outside Audit & Supervisory Board Member, the Company will designate her as an independent officer and file the designation with the Tokyo Stock Exchange.</p>		

- (Notes)
1. No special interests exist between Ms. Satoko Nishimura and the Company.
 2. If Ms. Satoko Nishimura assumes the position of Outside Audit & Supervisory Board Member, the Company will enter into an agreement with her to limit her liabilities, in accordance with the provisions stipulated in Article 427, Paragraph 1 of the Companies Act. The maximum limit amount for damage liabilities stated in the agreement is the amount stipulated by laws and regulations.
 3. The Company purchased a directors and officers liability insurance policy from an insurance company, which covers damages to be borne by the insured that may arise when the insured becomes liable in connection with the execution of his/her duties or receives claims related to the pursuit of such liability. Ms. Satoko Nishimura will be covered by the insurance policy if she assumes the position of Outside Audit & Supervisory Board Member.

Proposal 5 is a proposal made by a shareholder.

The overview and reasons for the proposal stated below have been translated from the original text of the shareholder proposal.

Shareholder Proposal

Proposal 5: Amendment to the Articles of Incorporation Regarding the Proportion of Outside Directors

(1) Overview of the proposal

To ensure that more than half of the Company’s Directors are Outside Directors, Article 18 of the Company’s Articles of Incorporation shall be amended as follows.

(Changes are indicated by underline.)

Before Amendment	After Amendment
<p>(Number of Directors) Article 18. The Company shall have a maximum of nine directors. <u>2. (Newly established)</u></p>	<p>(Number of Directors) Article 18. The Company shall have a maximum of nine directors. <u>2. As long as the Company continues to be a publicly listed company, outside directors, as stipulated in Article 2, Paragraph 1, Item 15 of the Companies Act, shall form the majority of the Company’s directors.</u></p>

(2) Reasons for the proposal

In today’s world, we believe that board diversity and independence are essential to the management of a publicly listed company. A diverse board of directors refers to a board that can make management decisions from a wide range of perspectives, as its members vary in skills, experience, age, nationality, and gender. An independent board of directors refers to a board where independent outside directors constitute at least more than half of the members.

Principle 4.8 of Japan’s Corporate Governance Code states that “Independent directors should fulfill their roles and responsibilities with the aim of contributing to sustainable growth of companies and increasing corporate value over the mid- to long-term. Companies listed on the Prime Market should therefore appoint at least one-third of their directors as independent directors (two directors if listed on other markets) that sufficiently have such qualities. Irrespective of the above, if a company listed on the Prime Market believes it needs to appoint the majority of directors as independent directors based on a broad consideration of factors such as the industry, company size, business characteristics, organizational structure and circumstances surrounding the company, it should appoint a sufficient number of independent directors.” In addition, Principle 4.7 of the Corporate Governance Code lists “Appropriately representing the views of minority shareholders and other stakeholders in the boardroom from a standpoint independent of the management and controlling shareholders” as one of the roles and responsibilities of independent directors.

Three of the Company’s nine Directors are Outside Directors. While this meets the requirements stated in the principles of the Corporate Governance Code, by more actively ensuring that Outside Directors constitute the majority of Directors, we believe that we will be able to improve capital efficiency, return profits to shareholders, and establish a governance system that contributes to sustainable growth of the Company and the medium- to long-term enhancement of corporate value.

In addition to the number of Outside Directors, the qualities of Outside Directors are also important, as we require personnel who can contribute to sustainable growth of the Company and the medium- to long-term enhancement of corporate value. In this regard, we believe that the appointment of female Directors, as well as personnel with extensive experience and skills as analysts, should be considered.

We believe that the appointment of “personnel with extensive experience and skills as analysts” brings the perspective of external investors and shareholders to the Board of Directors, and is simultaneously an effective means of contributing to the enhancement of corporate value through sound risk-taking. The board of directors of a listed company and its investors and shareholders originally share the same goal of enhancing corporate value over the long term. Unfortunately in Japan, the two groups often exist in a confrontational relationship. The participation of Directors with the above experience and skills in the discussions and decision-making of the Board of Directors will enable sound risk-taking and capital allocation, and better communication with the market. These will contribute to reverting the relationship between the Board of Directors and the stock market to a positive and constructive one. In addition, former bank employees and accountants are often listed as being responsible for finance in the skills matrix. However, from the perspective of encouraging “sound risk-taking,” expertise in accounting and debt markets alone is insufficient. Therefore, we believe this is where equity market experts are required.

Opinion of the Company's Board of Directors

The Board of Directors of the Company opposes this shareholder proposal.

In order to ensure the objectivity and fairness of the appointment of Directors, the Company has established a Nomination and Remuneration Committee as an advisory body to the Board of Directors, chaired by an independent Outside Director and comprising a majority of independent Outside Directors. The selection of Director candidates is determined by the Board of Directors based on the advice and recommendations of the Nomination and Remuneration Committee. The Director candidates submitted to this Ordinary General Meeting of Shareholders were also selected through this process.

To ensure that the Board of Directors as a whole is equipped with ample skills, knowledge, and experience, and to ensure diversity in the board composition, the Company has identified the skills that members of the Board of Directors should possess, and has established certification standards accordingly. In addition, based on Japan's Corporate Governance Code, as well as the Company's succession plans and skills certification standards, the Nomination and Remuneration Committee has selected Director candidates with a good balance of internal personnel who are well-versed in the Company's operations and external personnel with highly specialized skills and experience, and has provided advice and recommendations to the Board of Directors accordingly.

Furthermore, at the General Meeting of Shareholders of the Company held in June 2022, the proposal on the election of Directors was approved with a high approval rate of over 95%. Therefore, we recognize that the composition of the Company's Board of Directors is supported by a large number of shareholders.

At this Ordinary General Meeting of Shareholders, the Company is proposing the following composition of Directors: three independent Outside Directors out of a total of nine Directors. This composition satisfies the requirements of the Corporate Governance Code, which requires companies listed on the Prime Market to have at least one-third of their directors be independent outside directors. In addition, the three independent Outside Directors include a corporate executive, a lawyer, and a certified public accountant. They are individuals with high levels of expertise, diverse experience, and deep knowledge of corporate governance. A female candidate is also present.

Regarding the Board of Directors of the Company, we have confirmed and determined the following: it comprises Director candidates proposed by the Company and maintains sufficient independence; it has the optimal composition for the execution and supervision of management that will lead to the achievement of the Group philosophy and goals in the medium- to long-term business plan "SHIFT2030"; it operates a governance system that contributes to sustainable growth of the Company and the medium- to long-term enhancement of corporate value. We believe that these qualities will lead to the benefit of our shareholders.

On the other hand, we believe that the establishment of provisions such as those in this shareholder proposal in the Articles of Incorporation may, on the contrary, limit the scope of selection of Director candidates and hinder the formation of an optimal Board of Directors.

In view of the reasons above, the Board of Directors of the Company opposes this shareholder proposal.